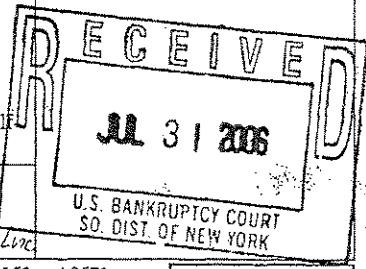


## FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT		Southern	DISTRICT OF New York	PROOF OF CLAIM
Name of Debtor	Delphi Automotive Systems LLC		Case Number 05-44640(RDD)	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.				
Name of Creditor (The person or other entity to whom the debtor owes money or property):  OKI America, Inc. 785 N. Mary Avenue Sunnyvale, CA 94085 Attn: Anna Phan, Assistant Controller	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.			
Name and address where notices should be sent:  Thelen Reid & Priest LLP 101 Second Street, Suite 1800 San Francisco, CA 94105-3601 Attn: Marcus O. Colabianchi, Esq. Telephone number: 415-371-1200				THIS SPACE IS FOR COURT USE ONLY
Last four digits of account or other number by which creditor identifies debtor: NA	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated:			
1. Basis for Claim	<input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other			<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2. Date debt was incurred: See attached	3. If court judgment, date obtained: NA			
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.	<b>Secured Claim</b> <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff)- Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other See attached Value of Collateral: \$ See attached Amount of arrearage and other charges at time case filed included in secured claim, if any: \$			
Unsecured Nonpriority Claim \$ See attached	<input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority			<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____)
Unsecured Priority Claim	<input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority Amount entitled to priority \$			<small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
Specify the priority of the claim:	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).			
5. Total Amount of Claim at Time Case Filed:	\$ <input type="checkbox"/> See attached			
	<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.				THIS SPACE IS FOR COURT USE ONLY
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.				
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.				
Date 7/21/2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  Hiro Nagai, CFO, Oki America, Inc.			 U.S. BANKRUPTCY COURT SD. DIST. OF NEW YORK JUL 31 2006

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X-----  
In re: : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X-----

ATTACHMENT TO PROOF OF CLAIM OF OKI AMERICA, INC.

1. This proof of claim ("Proof of Claim") is made by Oki America, Inc., also known as Oki Semiconductor (the "Claimant"), against debtor Delphi Automotive Systems LLC ("Debtor"), Case No. 05-44640 (RDD).
2. The Debtor is liable to Claimant for goods sold and delivered.
3. The total amount due from the Debtor to the Claimant is \$2,044,350.59 ("Claim Amount"). The supporting documentation is attached hereto as Exhibit A1 and Exhibit A2.
4. The Claim Amount is secured by setoff in the amount of \$652,282.73. The supporting documentation regarding the setoff is attached hereto as Exhibit B.
5. The Claimant and the Debtor are in discussions regarding the setoff. At this time, however, the Claimant submits a claim of \$2,044,350.59 against the Debtor.
6. Claimant reserves the right to amend or supplement this Proof of Claim in any respect, to fix or liquidate any claims stated herein, to specify and quantify expenses or other charges or claims incurred by Claimant, and to file additional proofs of claim for additional claims.
7. The execution and filing of this Proof of Claim is not a waiver of any of Claimant's rights including, without limitation, the right to move to withdraw the reference with

respect to the subject matter of this claim or otherwise, and any right to trial by jury that Claimant may have in any civil proceeding arising in or related to this case, nor is it a consent to jurisdiction of this or any court except with respect to the allowance of the claims asserted herein.

8. The post office address of the Claimant and the address to which all notices to Claimant should be addressed are:

Anna Phan  
Assistant Controller  
OKI America, Inc.  
785 N. Mary Avenue  
Sunnyvale, CA 94085  
Telephone: (408) 720-1900  
Fax: (408) 720-1918  
Email: anna.phan@oki.com

with copies to:

Marcus O. Colabianchi, Esq.  
Theelen Reid & Priest LLP  
101 Second Street, Suite 1800  
San Francisco, CA 94105-3601  
Telephone: (415) 371-1200  
Fax: (415) 371-1211  
Email mcolabianchi@theelenreid.com

PENALTY FOR PRESENTING FRAUDULENT CLAIM: Fine of not more than \$500,000 or imprisonment for not more than five years or both. 18 U.S.C. §§ 152 and 3571.